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May 24, 2012

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VIA HAND DELIVERY

FILED/ACCEPTED

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

MAY 24 2012

Federal Communications Commission
Office of the Secretary

**Re: For Public Inspection
Response to Request for Additional Information and Supplement to
Windy City Cellular, LLC Petition for Waiver
WC Docket Nos. 10-90, 07-135, 05-337, 03-109, CC Docket Nos. 01-
92, 96-45, GN Docket No. 09-51, WT Docket No. 10-208**

Dear Ms. Dortch:

During a meeting on Thursday, May 17, 2012,¹ FCC staff requested that Windy City Cellular, LLC (“WCC”) supplement the record with respect to its Petition for Waiver to provide additional information regarding its line counts and its operating costs. In accordance with the Protective Order adopted in the above reference proceedings, we are providing this information to supplement the Petition as new confidential Attachments B, C and D. The [[]] symbols in the Public version of these attachments denote redacted Confidential Information. A Confidential version of this information is being filed separately with the Secretary’s Office and the Wireline Bureau.

Line Count Fluctuation.

Appended at Attachment B is information regarding WCC’s wireless “line” counts for 2010, 2011 and 2012. As WCC shared during the meeting, the line counts fluctuate materially in the course of a quarter. Only the line counts at the end of the quarter are reported to USAC. For example:

- In 2010, WCC’s monthly line counts ranged from 59-127 lines.
- In 2011, the monthly line counts ranged from 90-110 lines.
- For the first five months of 2012, the monthly line counts range from 101-198 lines.

¹ Letter from Monica Desai and Jennifer Richter to Marlene H. Dortch, Notice of Ex Parte in CC Docket No. 01-92, *et al.*, dated May 21, 2012.

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Promotions run by WCC’s competition and the arrival and departure of seasonal workers can both have a big impact on WCC’s line counts. Iccle Seafoods, for example, has 25-30 permanent employees on Adak, but also employs 180-190 seasonal workers.

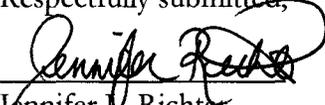
Matrix of Operational Costs.

Attachment C provides a detailed matrix of WCC’s operating expenses, including the plant and depreciation summary. During the May 17th meeting, FCC staff spent time with WCC walking through each operational expense disclosed by WCC in Exhibit 8 to its Petition, as supplemented on April 12, 2012.² As a follow-up, Bureau staff asked WCC to provide a matrix that includes additional detail about the costs that underlay its operating expenses. WCC’s entire expense workbook is appended at Attachment C. Also included is the plant and depreciation summary. Attachment D includes an Income Statement and a Balance Sheet for WCC through March 31, 2012. You will note that at the end of March, WCC had over \$231,000 in cash. Today it has just \$86,191 in cash, largely as a result of the expenses associated with filing and supporting its Petition for Waiver.

WCC now has 5 weeks before it must shut down operations.

Please treat this supplement and the attachments as a confidential filing under the protective order in this docket. Should you have any questions concerning the foregoing information, kindly contact the undersigned.

Respectfully submitted,



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Counsel for Windy City Cellular, LLC

cc: Sue McNeil
Jonathan Chambers
Pramesh Jobanputra
Mark Rossetti
Gary Seigel

² Letter from Monica Desai to Marlene H. Dortch, Response to Request for Additional Information and Supplement to Windy City Cellular, LLC Petition for Waiver in CC Docket No. 01-92, *et al.*, dated April 12, 2012.

Attachment B

Line Counts for 2010, 2011, 2012

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Attachment C

Operational Expense Matrix

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Attachment D

**Income Statement and Balance
Sheet Through March 31, 2012**

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